

10584-A
RECORDATION NO. Filed 1425

JUL 3 1979 - 12 45 PM

ASSIGNMENT

INTERSTATE COMMERCE COMMISSION

FOR VALUE RECEIVED, the undersigned, CHEMLEASE, INC., a Delaware corporation ("Chemlease"), with its principal place of business at 55 Water Street, New York, N. Y. 10041, hereby assigns, transfers and sets over to CHEMLEASE WORLDWIDE, INC., a New York corporation ("Worldwide"), with its principal place of business at 55 Water Street, New York, N. Y. 10041, and to its successors and assigns, all the right, title and interest of Chemlease in and to the following:

(a) a Promissory Note dated June 11, 1979 1979 (the "Note"), made by Ernest F. Grether and Ruth R. Grether (the "Debtor"), including without limitation the right to receive all payments thereunder;

(b) the units of railroad equipment (the "Units") described in each of two Security Agreements (and Schedule A attached thereto) dated the date of the Notes (the "Security Agreements"), between the Debtor and Chemlease, as secured party;

(c) the Leases of Equipment described in Schedule B to each of the Security Agreements and any other Lease pursuant to which any Unit shall at any time be leased, together with any and all schedules thereto;

(d) all rental, issues, income and profit from the Units; and

(e) the Security Agreements, including without limitation the right to receive any and all payments thereunder.

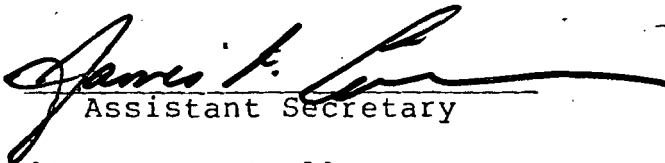
In furtherance of the foregoing assignment and transfer, Chemlease hereby authorizes and empowers Worldwide, in Worldwide's own name or in the name and as attorney hereby irrevocably constituted for Chemlease, to ask, demand, sue for, collect, receive and enforce any and all sums to which Worldwide is or may become entitled under this Assignment and to ask, demand, sue for and enforce compliance by the Debtor with the terms and agreements on its part to be performed under the Note and the Security Agreement.

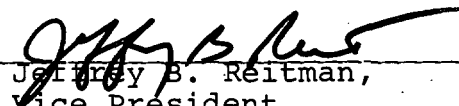
IN WITNESS WHEREOF, the undersigned have duly executed and accepted this Assignment June 29 , 1979.

CHEMLEASE, INC.,

Attest:

by


Assistant Secretary

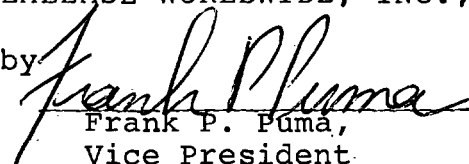

Jeffrey B. Reitman,
Vice President

[Corporate Seal]

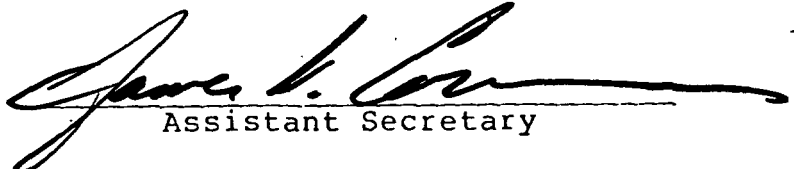
Accepted,

CHEMLEASE WORLDWIDE, INC.,

by


Frank P. Puma,
Vice President

Attest:


Assistant Secretary

[Corporate Seal]

STATE OF NEW YORK ,)
) ss.:
COUNTY OF NEW YORK ,)

On this 29th day of June, 1979, before me personally appeared JEFFREY B. REITMAN, to me personally known, who being by me duly sworn, says that he is a Vice President of CHEMLEASE, INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dorothy A. Cioffi
Notary Public

My Commission expires:

[Notarial Seal]

DOROTHY A. CIOFFI
Notary Public, State of New York
No. 43-4653996
Qualified in Richmond County
Certificate filed in New York County
Commission Expires March 30, 1981

STATE OF NEW YORK ,)
) ss.:
COUNTY OF NEW YORK ,)

On this 29th day of June, 1979, before me personally appeared FRANK P. PUMA, to me personally known, who being by me duly sworn, says that he is a Vice President of CHEMLEASE WORLDWIDE, INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dorothy A. Cioffi
Notary Public

My Commission expires:

[Notarial Seal]

DOROTHY A. CIOFFI
Notary Public, State of New York
No. 43-4653996
Qualified in Richmond County
Certificate filed in New York County
Commission Expires March 30, 1981